

( incorporated in the Cayman Islands with limited liability )



# Environment Health Restoring Freshness to Nature

Bringing Quality to Life



## Characteristics of the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange")

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

This document, for which the directors (the "Directors") of CK Life Sciences Int'l., (Holdings) Inc. (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this document is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this document misleading; and (iii) all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

## **Chairman's Statement**

#### Healthy Strides Sustained Progress

Hong Kong witnessed an unprecedented health crisis in the first six months of 2003 with the emergence of Severe Acute Respiratory Syndrome ("SARS"). Despite the general doldrums that have affected sales operations, CK Life Sciences Int'l., (Holdings) Inc. and its subsidiaries (the "Group") achieved a net profit of HK\$251,000 in the second quarter of 2003, marking the Group's third consecutive quarter with operating profit since its initial public offer ("IPO") one year ago. The Group, with its focus on environmental sustainability and human health, continued to make strong strides.

#### **Interim Results**

During the six months ended 30 June 2003, the Group recorded an unaudited turnover of HK\$12,021,000 (turnover in the corresponding period last year was HK\$432,000) and profit attributable to shareholders of HK\$478,000 (loss attributable to shareholders in the corresponding period last year was HK\$49,368,000). For the six months ended 30 June 2003, earnings per share were 0.0075 cent, compared with a loss of 0.968 cent per share for the same period last year. The Board of Directors has not declared any interim dividend for the period under review.

#### **Progress and Development**

During the period under review, the Group has made a number of achievements:

- strong market acceptance and recognition for NutriSmart<sup>™</sup>, the eco-fertilizer products;
- impressive trial results of WonderTreat<sup>™</sup>, the bioremediation solutions;
- the launch of an immuno-enhancing nutraceutical product, VitaGain<sup>™</sup>, in Hong Kong; and
- significant progress in R&D for human health treatment products, especially for AIDS and cancer.

#### **Rapid Pace in Product Commercialization**

#### 1) NutriSmart<sup>™</sup>

During the period under review, rapid progress was made in market coverage and market share expansion.

• As of today, a network of nine markets spanning three continents has been established.

- Recognition of NutriSmart<sup>TM'</sup>s value in sustainable agriculture and its position as an alternative to traditional chemical fertilizers are gaining grounds in different markets around the world as adoption rate accelerates.
- Initiatives catering to premium market segments, such as Good Agricultural Practice (GAP) farming for Chinese medicinal herbs, organic fruits and vegetables, and golf courses have been launched and are well underway.

#### 2) WonderTreat<sup>™</sup>

Trial sale results of WonderTreat™ in Mainland China and Australia have been impressive.

- The successful trial of WonderTreat<sup>™</sup> in Mainland China, for the removal of odour and the acceleration of composting of chicken manure into fertilizer has initiated a base for sales development.
- The two testing programs of WonderTreat<sup>™</sup> in South Australia for the treatment of pig manure and municipal wastewater have both produced notable results in terms of increasing effectiveness and efficiency.

#### 3) VitaGain™

The unfortunate outbreak of SARS in Hong Kong has heightened awareness of health related issues in the Special Administrative Region. Against this backdrop, an immuno-enhancing nutraceutical product, VitaGain<sup>™</sup>, developed by the Group was launched during the period under review.

- Based on the Group's proprietary yeast-based technology platform, VitaGain<sup>™</sup> is the first in a series of immuno-enhancing products in CK Life Sciences' human health portfolio.
- Since its launch in Hong Kong, there has been growing acceptance of VitaGain<sup>™</sup> in the market, and plans are underway to capture the increasing market opportunity arising from a general increase in health consciousness.
- Plans to expand the distribution of VitaGain<sup>™</sup> to other parts of the world are also being developed.
- The launch of VitaGain<sup>™</sup> in Hong Kong marks an important milestone for CK Life Sciences' human health product commercialization process and has provided valuable experience for the Group with regard to health product manufacturing, branding and marketing. The wide recognition received for VitaGain<sup>™</sup> has demonstrated that the Group's strategies are on track, and has facilitated in speeding up the commercialization process for other nutraceutical products.

#### **Encouraging R&D Progress**

#### 1) Patent

The patentability of the Group's products reflects the unique characteristic of the inventions and demonstrates the research and development capability of the Group. The Group's portfolio of intellectual property expanded considerably during the reporting period.

- 3 patents were granted and 1 approval notification received for eco-fertilizer products.
- 18 applications for different types of cancer and one for animal-feed additive have been submitted.

|   | Eco-ag             | Eco-agriculture         |             | Eco-agriculture<br>Bio- Nutra- |           | Pharma-  | Dermato- |  |
|---|--------------------|-------------------------|-------------|--------------------------------|-----------|----------|----------|--|
|   | Eco-<br>fertilizer | Animal Feed<br>Additive | remediation | ceuticals                      | ceuticals | logicals | Total    |  |
| Patent Granted  | 4                  | -                       | 5           | -                              | -         | -        | 9        |  |
| Patent Approved<br>(Notice of<br>Allowance<br>Received) | 1                  | -                       | -           | -                              | -         | -        | 1        |  |
| Patent Pending  | 1                  | 14                      | 3           | 10                             | 20        | -        | 48       |  |
| Drafting Stage  | 4                  | 4                       | 7           | -                              | 30        | 5        | 50       |  |
| Total   | 10                 | 18                      | 15          | 10                             | 50        | 5        | 108      |  |

The latest status of the Group's patent applications is as follows:

#### 2) Accelerating Research for Human Health Products

The success of biotechnology companies largely depends on research and development. One major mission of the Group is to develop innovative scientific solutions that can meet huge untapped market needs, such as those for the treatment of AIDS and cancer. During the reporting period, there was significant progress made in the research of human health products, especially those for AIDS and cancer.

AIDS Research

CK Life Sciences AIDS Research Institute extended its global AIDS research program to the United States through a joint research project with the Partners AIDS Research Center, a unit of Harvard Medical School. The study involves investigating the immuno-modulating effects of CK Life Sciences' AIDS product in blood samples from HIV positive and negative individuals. Findings from the research will not only speed up the development and registration of CK Life Sciences' AIDS product but also the development of other immuno-enhancing products. The geographic scope of the global AIDS research program now covers Mainland China, Australia and the United States.

#### Cancer Research

- (i) Cancer is the leading cause of death by disease in the world.
- (ii) The Group is now aggressively accelerating the research of potential cancer product applications to tap into this huge market. 18 patent applications have already been submitted and collaboration research with world-renowned cancer research institutes will be lined up shortly.
- (iii) The Group's R&D approach is unique in that the cancer treatments do not only aim at slowing down the progress of cancer, reducing the mortality rate, but more importantly, decreasing the side effects experienced by patients receiving chemotherapy/radiotherapy.

#### **New Acquisition Move**

The Group recently made its first acquisition by investing in a 50% interest of Jean-Marie Pharmacal Company Limited ("Jean-Marie"), one of the few pharmaceutical and health care manufacturing plants in Hong Kong to have obtained a GMP (Good Manufacturing Practice) Compliance Certificate. This strategic move further strengthens CK Life Sciences' manufacturing capabilities for health-related products and reinforces the Group's position as a biotechnology company with integrated R&D, product distribution and manufacturing functions.

#### **Financial Management**

As the prospects of biotechnology companies primarily hinge on R&D, substantial financial resources provide an essential impetus to success. In this respect, CK Life Sciences is in an almost enviable position.

Funds from the IPO are being placed in liquid financial instruments, which provide an additional profit stream as well as ample funding for ongoing necessary research and development activities. As a result, the Group's R&D pace has been faster and product development cycles have been shorter than the industry norm.

It is expected that this effective financial formula will continue to fuel the success of the Group in the coming years.

#### **Prospects**

CK Life Sciences will press on to expand market coverage and widen market adoption of the Group's products that have been launched, namely NutriSmart<sup>™</sup>, WonderTreat<sup>™</sup> and VitaGain<sup>™</sup>. In the meantime, extensive and dedicated initiatives will be made to speed up the R&D for health-related products. Plans are in place to:

- broaden the nutraceutical line in the market;
- carry out more extensive in-depth AIDS research; and
- accelerate and intensify cancer R&D activities.

The uniqueness of the Group lies in its all encompassing vision and its ability to anticipate trends. The Group will leverage its strengths to develop products aimed at solving urgent problems in environmental sustainability and human health. Each product application has been developed to meet sizeable global market demand. All efforts are made to accelerate entry into these markets. The Board of Directors is optimistic about the promising prospects of the Group.

#### **Acknowledgements**

I wish to thank our hard working staff and management for their continued contribution to the development of the Group during the period. I also wish to thank our investors for their ongoing, invaluable support. I am confident this long-term backing will be rewarded in the future.

Li Tzar Kuoi, Victor Chairman

Hong Kong, 7 August 2003

## **Financial Review**

#### Financial resources, liquidity and treasury policies

The Group has been financing its operations and research and development activities with internal financial resources. As at 30 June 2003, the total current assets of the Group amounted to about HK\$373,307,000 of which about HK\$256,251,000, or 69% were cash and bank balances. Besides, the Group has also maintained a portfolio of liquid investments (mostly in the form of debt securities) which had a total market value of about HK\$2,264,473,000 at the end of the period under review. With such a strong liquidity position, the Group continued to maintain its gearing ratio (i.e. the Group's net borrowings over its shareholders' fund) at zero. Similarly, none of the Group's assets have been subject to charges or mortgages.

Same as in the past, the treasury activities of the Group remained to be centralized for higher efficiency, better control and more synergies. Funds for operations were usually placed in short-term deposits. Other funds not yet utilized were mostly invested in liquid financial instruments such as debt securities. For the first half year of 2003, total revenue generated from such deposits and financial instruments amounted to approximately HK\$101,982,000. As the bank deposits, investments in financial instruments, income and expenditure of the Group are mostly denominated in Hong Kong dollars or U.S. dollars, the Group has not been subject to any great risk in foreign exchange fluctuation exposure. Therefore, no hedging instruments have ever been applied by the Group to minimize such risk.

In view of the above strong financial and liquidity positions, it is evident that the Group will have sufficient resources to meet the needs of its operations and research and development requirements in the future.

#### Material acquisitions/disposals and significant investments

During the period under review, the Group did not make any material acquisitions or disposals. As a biotechnology company, the Group has been investing significantly in research and development activities. For the first half of this year, the total amount for such investment amounted to about HK\$34,764,000.

## Capital commitment and future plans for material investments or capital assets

At the end of the first half year, the Group had capital commitments for about HK\$8,100,000 which was intended for the purchase of laboratory instrument, plant and equipment. The Group will continue to apply its financial resources to acquire the necessary laboratory instrument, equipment and plant for the expansion of its manufacturing and research and development facilities as stated under the "Use of Proceeds" in the prospectus of the Company dated 4 July 2002 ("the Prospectus").

## Financial Review (Cont'd)

#### Information on employees

At 30 June 2003, the Group had a total of 248 employees. The total staff costs, including the directors' emoluments and the staff costs which had been capitalized, amounted to a total of about HK\$57,312,000.

Salary of the Group's employees is kept at a competitive level with reference to the prevailing market conditions and normally reviewed annually on a performance related basis. The employees generally also enjoy a range of benefits such as a medical plan, a provident fund and a share option scheme. Details of the Group's share option scheme are shown under a separate heading "Details of Options Granted by the Company" in this report.

#### **Contingent liabilities**

The Group did not have any contingent liabilities for the period under review.

# Comparison of the Business Objectives with the Actual Business Progress

The following is a summary of the actual progress made in comparison with the business objectives as per the Prospectus of the Company for the period from 1 January 2003 to 30 June 2003.

| Business objectives as set out<br>in the Prospectus   | Actual Business Progress   |  |  |  |  |  |  |
|---|--|--|--|--|--|--|--|
| Product Objectives  |  |  |  |  |  |  |  |
| Eco-agriculture — Fertilizer  |  |  |  |  |  |  |  |
| Begin sales in selected states of the United<br>States, Indonesia, the Philippines, Taiwan<br>and Vietnam | Sales activities have started in eight states<br>in the United States, Indonesia and the<br>Philippines. Negotiations are continuing in<br>Taiwan and Vietnam. |  |  |  |  |  |  |
| Continue pre-sale trials in key markets in the rest of Asia and Europe                                    | Pre-sale trials are underway in Korea, Japan<br>and the Netherlands.   |  |  |  |  |  |  |
| Begin field trials on alternative formulations<br>in Australia  | Alternative formulations are being produced<br>for trial in Australia, Canada and the United<br>States.  |  |  |  |  |  |  |
| Eco-agriculture — Animal feed<br>additives  |  |  |  |  |  |  |  |
| Appoint Asian distributors  | Negotiations have begun with potential<br>distributors in Mainland China, Taiwan and<br>Thailand.  |  |  |  |  |  |  |
| Start the regulatory approval process in<br>Mainland China and Taiwan                                     | Preparations are underway for submission<br>to the regulatory authorities in Mainland<br>China.  |  |  |  |  |  |  |

## Comparison of the Business Objectives with the Actual Business Progress (Cont'd)

| Bioremediation   |   |
|--|---|
| Continue pre-sale trials in Australia,<br>Canada, Hong Kong and the United States                      | Pre-sale trials are continuing in Australia,<br>Canada and Hong Kong. Preparations are<br>being made for trials in the United States. |
| Begin negotiations with strategic partners<br>in Australia, Canada, Hong Kong and the<br>United States | Negotiations are underway with potential<br>strategic partners in Australia, Canada and<br>the United States.                         |
| Explore simplified design of wastewater<br>treatment systems   | Trial data are being analysed to determine<br>potential for simplifying design of wastewater<br>treatment systems.                    |
| Pharmaceuticals  |   |
| <b>HIV</b><br>Submit applications for Phase I/II clinical<br>trials in selected countries              | Phase II studies are underway in Australia.<br>Negotiations are underway in Hong Kong<br>and the United States.                       |
| <b><u>Cancer</u></b><br>Continue product research and<br>development                                   | Continued product research and<br>development in Hong Kong, Mainland<br>China, the United States and Canada                           |
| Nutraceuticals   |   |
| Complete pre-sale trials and safety data analysis  | Completed safety tests for launched<br>products and continued product<br>development studies  |
| Complete negotiation with potential partner  | Negotiations with three potential partners<br>underway  |
| Test market sales in Asia  | Test marketed product in Hong Kong  |

## Comparison of the Business Objectives with the Actual Business Progress (Cont'd)

| Dermatologicals  |   |
|--|---|
| Continue research and development  | Continued research and development  |
| Begin pre-sale trials  | Preparations for trial continued  |
| Preparation for marketing, including<br>packaging and positioning development,<br>market surveys | Market surveys underway   |
| Commence discussions with potential distributors   | Identification of potential distributors in progress  |
| Production Facilities a  | ind Human Resources   |
| Begin negotiations with local manufacturing partners   | Negotiations with several partners for local manufacturing underway in Australia              |
| Trial production of nutraceuticals, animal feed additives and WonderTreat™                       | Trial production of nutraceuticals, animal feed additives and WonderTreat <sup>TM</sup> began |

## **Use of Proceeds**

In the first half of year 2003, approximately HK\$77 million was spent by the Group on the business expansion and research and development activities. Details of the expenditure are as follows:

- Research and development
  - Approximately HK\$16 million for core research and development activities
  - Approximately HK\$12 million for clinical trials on pharmaceuticals
  - Approximately HK\$2 million for patent applications
- Approximately HK\$8 million for expansion of manufacturing and research and development facilities
- Approximately HK\$39 million for market development, brand building, sales and marketing

The above actual application of the proceeds from IPO was in line with the business objectives as stated under the section "Statement of Business Objectives and Strategies" in the Prospectus of the Company; however, there were some variances on the actual amount spent as compared to those projected under the section "Use of Proceeds" of the Prospectus due to the following reasons:

- reschedule of the development plan for manufacturing and research and development facilities to suit the market conditions
- adoption of effective and efficient cost control measures
- timing difference in the fund application

## **Condensed Consolidated Income Statement**

|  |       | three mo  | r the<br>nths ended<br>June   | six mont  | For the<br>six months ended<br>30 June  |  |  |
|--|-------|---|---|---|---|--|--|
|  | Notes | 2003<br>(unaudited)<br>HK\$'000   | 2002<br>(unaudited)<br>HK\$'000   | 2003<br>(unaudited)<br>HK\$'000   | 2002<br>(unaudited)<br>HK\$'000   |  |  |
| Turnover<br>Cost of sales  | 2     | 6,726<br>(3,847)  | 298<br>(228)  | 12,021<br>(7,729)   | 432<br>(332)  |  |  |
| Gross profit<br>Other revenue<br>Staff cost<br>Depreciation<br>Amortization of intangible assets<br>Operating expenses<br>Profit/(Loss) from operations<br>Share of results of an associate<br>Profit/(Loss) before taxation<br>Taxation | 3 4   | 2,879<br>50,212<br>(22,222)<br>(4,909)<br>(25,104)<br>157<br>53<br>210<br>- | 70<br>76<br>(15,159)<br>(4,235)<br>(158)<br>(7,865)<br>(27,271)<br>-<br>(27,271)<br>- | 4,292<br>102,199<br>(48,306)<br>(9,938)<br>(1,389)<br>(46,498)<br>360<br>38<br>398<br>- | 100<br>79<br>(28,895)<br>(7,186)<br>(316)<br>(13,199)<br>(49,417)<br>–<br>(49,417)<br>– |  |  |
| Profit/(Loss) after taxation<br>Minority interests<br>Profit/(Loss) attributable to<br>shareholders  |       | 210<br>41<br>251  | (27,271)<br>49  | 398<br>80<br>478  | (49,417)<br>49<br>(49,368)  |  |  |
| Earnings/(Loss) per share<br>- basic (Hong Kong cents)<br>- diluted (Hong Kong cents)  | 7     | 0.0039 cent   | (0.5338 cent)   | 0.0075 cent   | (0.9680 cent)   |  |  |

## **Condensed Consolidated Balance Sheet**

|                                       |        | As at<br>30 June | As at<br>31 December |
|---------------------------------------|--------|------------------|----------------------|
|                                       |        | 2003             | 2002                 |
|                                       |        | (unaudited)      | (audited)            |
|                                       | Notes  | HK\$'000         | HK\$'000             |
| Non-current assets                    | INDIES |                  | ΠΚΦ ΟΟΟ              |
| Fixed assets                          | 8      | 182,942          | 186,819              |
| Intangible assets                     | 9      | 79,816           | 64,708               |
| Investments in an associate           |        | 9,250            | 04,700               |
| Investments in securities             |        | 1,982,909        | 1,949,880            |
| Other investments                     |        | 254,602          | 268,316              |
|                                       |        | -                |                      |
|                                       |        | 2,509,519        | 2,469,723            |
| Common the second                     |        |                  |                      |
| Current assets                        |        | 8,140            | 3,109                |
| Other investments                     |        | 26,962           | 26,208               |
| Receivables and prepayments           | 10     | 81,954           | 49,596               |
| Bank balances and cash                | 10     | 256,251          | 270,721              |
|                                       |        | -                |                      |
|                                       |        | 373,307          | 349,634              |
|                                       |        |                  |                      |
| Current liabilities                   |        |                  |                      |
| Payables and accruals                 | 10     | (42,198)         | (24,922)             |
|                                       |        | (42,198)         | (24,922)             |
|                                       |        |                  |                      |
| Net current assets                    |        | 331,109          | 324,712              |
|                                       |        |                  |                      |
| Total assets less current liabilities |        | 2,840,628        | 2,794,435            |
|                                       |        |                  | _,,                  |
| Minority interests                    |        | (271)            | (351)                |
|                                       |        |                  |                      |
| Total net assets                      |        | 2,840,357        | 2,794,084            |
|                                       |        |                  | 2,7 7 4,004          |
| Capital and reserves                  |        |                  |                      |
| Share capital                         | 11     | 640,700          | 640,700              |
| Share premium and reserves            | 12     | 2,199,657        | 2,153,384            |
|                                       | 12     | 2,177,037        | 2,130,004            |
| Total charabelders( comits            |        | 2 940 257        | 2 704 004            |
| Total shareholders' equity            |        | 2,840,357        | 2,794,084            |

# Condensed Consolidated Statement of Changes in Equity

## For the six months ended 30 June

|  | 2003<br>(unaudited)<br>HK\$'000 | 2002<br>(unaudited)<br>HK\$′000 |
|--|---------------------------------|---------------------------------|
| Total shareholders' funds/(deficits) at 1 January<br>Net gain not recognized in the income statement<br>– Arising from capitalization of loan due to | 2,794,084                       | (195,425)                       |
| immediate holding company<br>– Realized on disposal of investments in  | -                               | 522,158                         |
| securities<br>– Surplus on revaluation of investments in   | (9,238)                         | -                               |
| securities<br>– Exchange difference on translation of  | 54,892                          | -                               |
| financial statements of overseas operations  | 141                             | -                               |
| Profit/(loss) for the period   | 478                             | (49,368)                        |
| Total shareholders' funds at 30 June   | 2,840,357                       | 277,365                         |

## **Condensed Consolidated Cash Flow Statement**

#### For the six months ended 30 June

|  | 2003<br>(unaudited)<br>HK\$'000 | 2002<br>(unaudited)<br>HK\$′000 |
|--|---------------------------------|---------------------------------|
| Net cash used in operating activities<br>Net cash inflow/(outflow) from investing activities<br>Net cash inflow from financing | (79,925)<br>65,455              | (52,258)<br>(33,761)<br>101,612 |
| Increase/(decrease) in cash and cash equivalents<br>Cash and cash equivalents at beginning of the                              | (14,470)                        | 15,593                          |
| period   | 270,721                         | 6,456                           |
| Cash and cash equivalents at end of the period   | 256,251                         | 22,049                          |

#### 1. Basis of preparation and principal accounting policies

The unaudited condensed consolidated financial statements have been prepared in accordance with the Statement of Standard Accounting Practice ("SSAP") 25 "Interim Financial Reporting" issued by the Hong Kong Society of Accountants and the applicable disclosure requirements of the GEM Listing Rules.

The accounting policies used in preparing the interim financial statements are consistent with those used in the Group's annual financial statements for the year ended 31 December 2002, except for the changes due to adoption of the new and revised SSAPs which have become effective since 1 January 2003. The adoption of these new and revised SSAPs has no material impact on the Group's results and net assets.

The Group reorganized its structure in 2002 for listing of the Company's shares on the GEM of the Stock Exchange. In accordance with the SSAP 27 "Accounting for Group Reconstructions", the results of the Group for the year 2002 have been prepared on the merger accounting basis as if the current structure of the Group had been in existence throughout the year.

#### 2. Turnover and segment information

Turnover represents the net amount received and receivable from sales of eco-agriculture products—fertilizers and nutraceutical products.

**Eco-agriculture Nutraceuticals** 

For the six months ended

Consolidated

An analysis of the business segment results is as follows:

|                                  | 2003     | 2002     | 2003     | 2002     | 2003     | 2002     |
|----------------------------------|----------|----------|----------|----------|----------|----------|
|                                  | HK\$′000 | HK\$'000 | HK\$′000 | HK\$'000 | HK\$′000 | HK\$'000 |
| Turnover                         | 10,766   | 432      | 1,255    | -        | 12,021   | 432      |
| Segment results                  | (7,093)  | (4,472)  | (7,315)  | -        | (14,408) | (4,472)  |
| Business development, research   |          |          |          |          |          |          |
| and development expenditure      |          |          |          |          |          |          |
| and corporate expenses           |          |          |          |          | (87,431) | (45,024) |
| Other revenue                    |          |          |          |          | 102,199  | 79       |
| Profit/(loss) from operation     |          |          |          |          | 360      | (49,417) |
| Share of results of an associate |          |          |          |          | 38       | -        |
| Profit/(loss) before taxation    |          |          |          |          | 398      | (49,417) |
| Taxation                         |          |          |          |          | -        | -        |
| Profit/(loss) after taxation     |          |          |          |          | 398      | (49,417) |
| Minority interest                |          |          |          |          | 80       | 49       |
| Profit/(loss) attributable to    |          |          |          |          |          |          |
| shareholders                     |          |          |          |          | 478      | (49,368) |

#### 3. Other revenue

Other revenue comprises mainly of income from bank deposits and investments in financial instruments.

#### 4. Staff cost

Staff costs which include salaries, bonuses, retirement benefit scheme contribution and recruitment costs for the three months and six months ended 30 June 2003 respectively amounted to HK\$28,104,000 (2002: HK\$18,726,000) and HK\$57,312,000 (2002: HK\$36,157,000) of which HK\$5,882,000 (2002: HK\$3,567,000) and HK\$9,006,000 (2002: HK\$7,262,000) relating to development activities were capitalized.

#### 5. Taxation

No provision for Hong Kong Profits Tax was made as there was no assessable profit for the three months and the six months respectively ended 30 June 2003 as well as the corresponding last periods.

A deferred tax asset has not been recognized in the aforesaid periods in respect of tax losses available to offset future profits as there is no immediate plan to utilize the tax losses in the foreseeable future.

#### 6. Dividend

The Board of Directors of the Company has not declared an interim dividend for the six months ended 30 June 2003 (2002: Nil).

#### 7. Earnings/(loss) per share

The calculations of the basic and diluted earnings/(loss) per share are based on the following data:

|   | three i          | For the<br>months ended<br>30 June | six m            | For the<br>six months ended<br>30 June |  |  |
|---|------------------|------------------------------------|------------------|--|--|--|
|   | 2003<br>HK\$′000 | 2002<br>HK\$'000                   | 2003<br>HK\$′000 | 2002<br>HK\$'000                       |  |  |
| Profit/(loss) for the period  |                  |                                    |                  |  |  |  |
| Profit/(loss) for calculating basic   |                  |                                    |                  |  |  |  |
| and diluted earnings/(loss)   |                  |                                    |                  |  |  |  |
| per share   | 251              | (27,222)                           | 478              | (49,368)                               |  |  |
| Number of shares<br>Weighted average number of<br>ordinary shares used in the<br>calculation of basic |                  |                                    |                  |  |  |  |
| earnings/(loss) per share   | 6,407,000,000    | 5,100,000,000                      | 6,407,000,000    | 5,100,000,000                          |  |  |
| Effect of dilutive potential  |                  |                                    |                  |  |  |  |
| ordinary shares   | 523,561          | N/A                                | 533,890          | N/A                                    |  |  |
| Weighted average number of<br>ordinary shares used in the<br>calculation of diluted                   | ( 407 F02 F(1    | N1/A                               | 6 407 522 900    | N/4                                    |  |  |
| calculation of diluted<br>earnings/(loss) per share   | 6,407,523,561    | N/A                                | 6,407,533,890    | N/A                                    |  |  |

No diluted loss per share is presented for the three months and six months ended 30 June 2002 as there were no dilutive potential ordinary shares outstanding during those periods.

### 8. Fixed assets

| Cost or valuation<br>At 1 January 2003                                   | Leasehold<br>land and<br>building<br>HK\$'000<br>115,000 | Laboratory<br>instruments,<br>plant and<br>equipment<br>HK\$'000<br>62,701 | Furniture,<br>fixtures and<br>other assets<br>HK\$'000<br>36,460 | <b>Total</b><br>HK\$'000<br>214,161 |
|--|--|--|--|-------------------------------------|
| Additions At 30 June 2003  | 115,000  | 6,066<br><b>68,767</b>   | 1,884<br><b>38,344</b>   | 7,950<br><b>222,111</b>             |
| Accumulated depreciation<br>At 1 January 2003<br>Provided for the period | -<br>1,292   | 15,227<br>6,677  | 12,115<br>3,858  | 27,342<br>11,827                    |
| At 30 June 2003  | 1,292  | 21,904   | 15,973   | 39,169                              |
| Net book value<br>At 30 June 2003  | 113,708  | 46,863   | 22,371   | 182,942                             |
| At 31 December 2002  | 115,000  | 47,474   | 24,345   | 186,819                             |

### 9. Intangible assets

|                         | Development |          |          |
|-------------------------|-------------|----------|----------|
|                         | costs       | Patents  | Total    |
|                         | HK\$'000    | HK\$'000 | HK\$'000 |
| Cost                    |             |          |          |
| At 1 January 2003       | 58,757      | 6,689    | 65,446   |
| Additions               | 15,508      | 989      | 16,497   |
| At 30 June 2003         | 74,265      | 7,678    | 81,943   |
| Amortization            |             |          |          |
| At 1 January 2003       | 595         | 143      | 738      |
| Provided for the period | 1,224       | 165      | 1,389    |
| At 30 June 2003         | 1,819       | 308      | 2,127    |
| Net book value          |             |          |          |
| At 30 June 2003         | 72,446      | 7,370    | 79,816   |
| At 31 December 2002     | 58,162      | 6,546    | 64,708   |

#### **10. Receivables and payables**

The Group has a policy of allowing an average credit period of 90 days to its customers. Aging analyses of trade debtors and trade creditors are as follows:

|  | As at<br>30 June<br>2003<br>HK\$′000 | As at<br>31 December<br>2002<br>HK\$'000 |
|--|--------------------------------------|--|
| Trade debtors                              |                                      |  |
| 0 – 90 days                                | 2,315                                | 2,150                                    |
| >90 days                                   | 880                                  | -  |
|  | 3,195                                | 2,150                                    |
| Trade creditors<br>0 – 90 days<br>>90 days | 3,778                                | 2,687                                    |
| 270 ddys                                   | 3,778                                | 2,687                                    |

#### 11. Share capital

|                         | Number of shares<br>of HK\$ 0.10 each | Nominal<br>value<br>HK\$'000 |
|-------------------------|---------------------------------------|------------------------------|
| Authorized              |                                       |                              |
| At 31 December 2002 and |                                       |                              |
| 30 June 2003            | 15,000,000,000                        | 1,500,000                    |
|                         |                                       |                              |
| Issued and fully paid   |                                       |                              |
| At 31 December 2002 and |                                       |                              |
| 30 June 2003            | 6,407,000,000                         | 640,700                      |

## 12. Share premium and reserves

|                                 |           | Investment  |          |             |           |
|---------------------------------|-----------|-------------|----------|-------------|-----------|
|                                 | Share     | revaluation | Exchange | Accumulated |           |
|                                 | premium   | reserve     | reserve  | losses      | Total     |
|                                 | HK\$'000  | HK\$'000    | HK\$'000 | HK\$'000    | HK\$'000  |
| 2003                            |           |             |          |             |           |
| At 1 January 2003               | 2,391,662 | 46,042      | -        | (284,320)   | 2,153,384 |
| Realized on disposal of         |           |             |          |             |           |
| investments in securities       | -         | (9,238)     | -        | -           | (9,238)   |
| Surplus on revaluation of       |           |             |          |             |           |
| investments in securities       | -         | 54,892      | -        | -           | 54,892    |
| Exchange difference on translat | tion      |             |          |             |           |
| of financial statements of      |           |             |          |             |           |
| overseas operations             | -         | -           | 141      | -           | 141       |
| Profits for the period          | -         | -           | -        | 478         | 478       |
| At 30 June 2003                 | 2,391,662 | 91,696      | 141      | (283,842)   | 2,199,657 |

## Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 June 2003, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to Rules 5.40 to 5.58 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

|                            |  | Number of Ordinary Shares |           |                     |                           |               |               |
|----------------------------|--|---------------------------|-----------|---------------------|---------------------------|---------------|---------------|
|                            |  | Personal                  | Family    | Corporate           | Other                     |               | Percentage of |
| Name of Director           | Capacity                                   | Interests                 | Interests | Interests           | Interests                 | Total         | Shareholding  |
| Li Tzar Kuoi,<br>Victor    | Beneficial owner & beneficiary of trusts   | 1,500,000                 | -         | -                   | 2,820,008,571<br>(Note 1) | 2,821,508,571 | 44.04%        |
| Kam Hing Lam               | Interest of child<br>or spouse             | -                         | 4,150,000 | -                   | -                         | 4,150,000     | 0.06%         |
| lp Tak Chuen,<br>Edmond    | Beneficial owner                           | 1,500,000                 | -         | -                   | -                         | 1,500,000     | 0.02%         |
| Yu Ying Choi,<br>Alan Abel | Beneficial owner                           | 1,500,000                 | -         | -                   | -                         | 1,500,000     | 0.02%         |
| Pang Shiu Fun              | Beneficial owner                           | 1,500,000                 | -         | -                   | -                         | 1,500,000     | 0.02%         |
| Chu Kee Hung               | Beneficial owner                           | 1,500,000                 | -         | -                   | -                         | 1,500,000     | 0.02%         |
| Lam Hing Chau,<br>Leon     | Beneficial owner                           | 1,250,000                 | -         | -                   | -                         | 1,250,000     | 0.02%         |
| Kwan Chiu Yin,<br>Robert   | Interest of a<br>controlled<br>corporation | -                         | -         | 500,000<br>(Note 2) | -                         | 500,000       | 0.01%         |
| Peter Peace Tulloch        | Beneficial owner                           | 700,000                   | -         | -                   | -                         | 700,000       | 0.01%         |
| Wong Yue-chim,<br>Richard  | Beneficial owner                           | 250,000                   | -         | -                   | -                         | 250,000       | ≃0%           |
| Kwok Eva Lee               | Beneficial owner                           | 200,000                   | -         | -                   | -                         | 200,000       | ≃0%           |

#### (1)Long positions in the shares of the Company

## Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures (Cont'd)

Notes:

- 1. Such 2,820,008,571 shares are held by a subsidiary of Cheung Kong (Holdings) Limited ("Cheung Kong Holdings"). Li Ka-Shing Unity Trustee Company Limited ("TUT") as trustee of The Li Ka-Shing Unity Trust (the "LKS Unity Trust") and companies controlled by TUT as trustee of the LKS Unity Trust hold more than one-third of the issued share capital of Cheung Kong Holdings. Li Ka-Shing Unity Trustee Corporation Limited ("TDT1") as trustee of The Li Ka-Shing Unity Discretionary Trust and Li Ka-Shing Unity Trustcorp Limited ("TDT2") as trustee of another discretionary trust hold all issued and outstanding units in the LKS Unity Trust but are not entitled to any interest or share in any particular property comprising the trust assets of the LKS Unity Trust. The discretionary beneficiaries of such discretionary trusts are, inter alia, Mr. Li Tzar Kuoi, Victor, his wife and children, and Mr. Li Tzar Kai, Richard. Mr. Li Tzar Kuoi, Victor, as a discretionary of such discretionary trusts and a Director of the Company, is taken to be interested in those shares of Cheung Kong Holdings and thus is taken to be interested in those 2,820,008,571 shares held by the subsidiary of Cheung Kong Holdings under the SFO.
- 2. Such shares are held by a company wholly-owned by Mr. Kwan Chiu Yin, Robert.

Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures (Cont'd)

#### (2) Long positions in the underlying shares of the Company

Pursuant to the share option scheme adopted by the Company on 26 June 2002 (the "Share Option Scheme"), certain Directors in the capacity as beneficial owners were granted unlisted and physically settled share options to subscribe for shares of the Company, details of which as at 30 June 2003 were as follows:

| Number of share options    |           |  |                                 |                                   |  |   |                          |  |
|----------------------------|-----------|--|---------------------------------|-----------------------------------|--|---|--------------------------|--|
| Name of Director           | Date of   | utstanding<br>as at<br>1 January<br>2003 | Granted<br>during the<br>period | Exercised<br>during the<br>period | Cancelled/<br>lapsed<br>during the<br>period | Outstanding<br>as at<br>30 June<br>2003 | Option<br>period         | Subscription<br>price<br>per share<br>HK\$ |
| Yu Ying Choi,<br>Alan Abel | 30/9/2002 | 310,000                                  | -                               | -                                 | -  | 310,000                                 | 30/9/2003 -<br>29/9/2012 | 1.598                                      |
|                            | 27/1/2003 | -  | 690,000                         | -                                 | -  | 690,000                                 | 27/1/2004 -<br>26/1/2013 | 1.446                                      |
| Pang Shiu Fun              | 30/9/2002 | 310,000                                  | -                               | -                                 | -  | 310,000                                 | 30/9/2003 - 29/9/2012    | 1.598                                      |
|                            | 27/1/2003 | -  | 690,000                         | -                                 | -  | 690,000                                 | 27/1/2004 -<br>26/1/2013 | 1.446                                      |
| Chu Kee Hung               | 30/9/2002 | 310,000                                  | -                               | -                                 | -  | 310,000                                 | 30/9/2003 - 29/9/2012    | 1.598                                      |
|                            | 27/1/2003 | -  | 690,000                         | -                                 | -  | 690,000                                 | 27/1/2004 -<br>26/1/2013 | 1.446                                      |
| Lam Hing Chau,<br>Leon     | 30/9/2002 | 222,000                                  | -                               | -                                 | -  | 222,000                                 | 30/9/2003 -<br>29/9/2012 | 1.598                                      |
|                            | 27/1/2003 | -  | 480,000                         | -                                 | -  | 480,000                                 | 27/1/2004 -<br>26/1/2013 | 1.446                                      |

Save as disclosed above, during the six months ended 30 June 2003, none of the Directors or their respective associates was granted share options to subscribe for shares of the Company, nor had exercised such rights.

## Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures (Cont'd)

## Aggregate long positions in the shares and underlying shares of the Company

| Name of Director        | Aggregate number<br>in shares | Aggregate number in<br>underlying shares | Total         |
|-------------------------|-------------------------------|--|---------------|
|                         |                               |  |               |
| Li Tzar Kuoi, Victor    | 2,821,508,571                 | -  | 2,821,508,571 |
| Kam Hing Lam            | 4,150,000                     | -  | 4,150,000     |
| Ip Tak Chuen, Edmond    | 1,500,000                     | -  | 1,500,000     |
| Yu Ying Choi, Alan Abel | 1,500,000                     | 1,000,000                                | 2,500,000     |
| Pang Shiu Fun           | 1,500,000                     | 1,000,000                                | 2,500,000     |
| Chu Kee Hung            | 1,500,000                     | 1,000,000                                | 2,500,000     |
| Lam Hing Chau, Leon     | 1,250,000                     | 702,000                                  | 1,952,000     |
| Kwan Chiu Yin, Robert   | 500,000                       | -  | 500,000       |
| Peter Peace Tulloch     | 700,000                       | _  | 700,000       |
| Wong Yue-chim, Richard  | 250,000                       | -  | 250,000       |
| Kwok Eva Lee            | 200,000                       | -  | 200,000       |

Save as disclosed above, none of the Directors or chief executive of the Company had, as at 30 June 2003, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.40 to 5.58 of the GEM Listing Rules.

## **Details of Options Granted by the Company**

The Company has adopted the Share Option Scheme under which the Directors or employees of the Company or its subsidiaries or certain other persons may be granted share options to subscribe for shares of the Company subject to the terms and conditions stipulated in the Share Option Scheme.

As at 30 June 2003, options to subscribe for an aggregate of 13,472,000 shares of the Company granted to certain continuous contract employees (including the Executive Directors of the Company as disclosed above and the management shareholder as disclosed below) pursuant to the Share Option Scheme were outstanding, details of which were as follows:

|               |  |                                 | Number of sha                     | are options                    |                                   |                                      |                                   |                                    |
|---------------|--|---------------------------------|-----------------------------------|--------------------------------|-----------------------------------|--------------------------------------|-----------------------------------|------------------------------------|
| Date of grant | Outstanding<br>as at<br>1 January 2003 | Granted<br>during the<br>period | Exercised<br>during the<br>period | Lapsed<br>during the<br>period | Cancelled<br>during the<br>period | Outstanding<br>as at<br>30 June 2003 | Option period                     | Subscription<br>price<br>per share |
| 20/0/0000     | 4.10/ 000                              |                                 |                                   | 110.000                        |                                   | 1071000                              | 20/0/0002 00/0/0010               | HK\$                               |
| 30/9/2002     | 4,186,000                              | -                               | -                                 | 112,000                        | -                                 | 4,074,000                            | 30/9/2003 - 29/9/2012<br>(Note 1) | 1.598                              |
| 27/1/2003     | -                                      | 9,628,000                       | -                                 | 230,000                        | -                                 | 9,398,000                            | 27/1/2004 - 26/1/2013<br>(Note 2) | 1.446<br>(Note 3)                  |

Details of the share options granted to Mr. Cheung Ling Yuk, Larry, a management shareholder of the Company, pursuant to the Share Option Scheme as at 30 June 2003 were as follows:

|               |                      |                       | Number of sha        | are options          |                         |                      |                                   |                       |
|---------------|----------------------|-----------------------|----------------------|----------------------|-------------------------|----------------------|-----------------------------------|-----------------------|
|               | Outstanding<br>as at | Granted<br>during the | Exercised during the | Lapsed<br>during the | Cancelled<br>during the | Outstanding<br>as at |                                   | Subscription<br>price |
| Date of grant | 1 January 2003       | period                | period               | period               | period                  | 30 June 2003         | Option period                     | per share<br>HK\$     |
| 30/9/2002     | 316,000              | -                     | -                    | -                    | -                       | 316,000              | 30/9/2003 – 29/9/2012<br>(Note 1) | 1.598                 |
| 27/1/2003     | -                    | 580,000               | -                    | -                    | -                       | 580,000              | 27/1/2004 - 26/1/2013<br>(Note 2) | 1.446<br>(Note 3)     |

## Details of Options Granted by the Company (Cont'd)

#### Notes:

- 1. The options are exercisable from 30 September 2003 to 29 September 2012 (both days inclusive) subject to the following vesting period:
  - (i) up to 35% of the options commencing on 30 September 2003;
  - (ii) up to 70% of the options (including the options not exercised under the limit prescribed for in the previous period) commencing on 30 September 2004; and
  - (iii) up to 100% of the options (including the options not exercised under the limit prescribed for in the previous periods) commencing on 30 September 2005.
- 2. The options are exercisable from 27 January 2004 to 26 January 2013 (both days inclusive) subject to the following vesting period:
  - (i) up to 35% of the options commencing on 27 January 2004;
  - (ii) up to 70% of the options (including the options not exercised under the limit prescribed for in the previous period) commencing on 27 January 2005; and
  - (iii) up to 100% of the options (including the options not exercised under the limit prescribed for in the previous periods) commencing on 27 January 2006.
- 3. The closing price of the shares of the Company immediately before the date on which the options were granted is HK\$1.43.

The Directors are of the view that the calculation of the value of share options granted by the Company during the period depends on a number of variables, which are either difficult to ascertain or can only be ascertained subject to a number of theoretical bases and speculative assumptions. As such, the value of share options is not presented in this report.

## Interests and Short Positions of Shareholders Discloseable under the SFO

So far as is known to any Director or chief executive of the Company, as at 30 June 2003, shareholders (other than Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

#### (1)Long positions of substantial shareholders in the shares of the Company

| Name   | Capacity                                     | Number of<br>Ordinary Shares | Percentage of<br>Shareholding |
|--|--|------------------------------|-------------------------------|
| Gold Rainbow Int'l Limited   | Beneficial owner                             | 2,820,008,571                | 44.01%                        |
| Gotak Limited  | Interest of a controlled                     | 2,820,008,571                | 44.01%                        |
|  | corporation                                  | (Note i)                     |                               |
| Cheung Kong (Holdings) Limited                                     | Interest of controlled                       | 2,820,008,571                | 44.01%                        |
|  | corporations                                 | (Note ii)                    |                               |
| Li Ka-Shing Unity Trustee Company                                  | Trustee                                      | 2,820,008,571                | 44.01%                        |
| Limited as trustee of The Li Ka-Shing<br>Unity Trust               |  | (Note iii)                   |                               |
| Li Ka-Shing Unity Trustee Corporation                              | Trustee & beneficiary                        | 2,820,008,571                | 44.01%                        |
| Limited as trustee of The Li Ka-Shing<br>Unity Discretionary Trust | of a trust                                   | (Note iii)                   |                               |
| Li Ka-Shing Unity Trustcorp Limited as                             | Trustee & beneficiary                        | 2,820,008,571                | 44.01%                        |
| trustee of another discretionary trust                             | of a trust                                   | (Note iii)                   |                               |
| Trueway International Limited                                      | Beneficial owner                             | 1,410,004,286                | 22.01%                        |
| Tangiers Enterprises Limited                                       | Interest of controlled                       | 1,880,005,715                | 29.34%                        |
| •  | corporations                                 | (Note iv)                    |                               |
| Li Ka-shing  | Founder of discretionary                     | 4,700,014,286                | 73.36%                        |
|  | trusts & interest of controlled corporations | (Note v)<br>s                |                               |

# Interests and Short Positions of Shareholders Discloseable under the SFO (Cont'd)

#### (2)Long positions of other persons in the shares of the Company

|                        |                  | Number of                | Percentage of |  |
|------------------------|------------------|--------------------------|---------------|--|
| Name                   | Capacity         | <b>Ordinary Shares</b>   | Shareholding  |  |
| Triluck Assets Limited | Beneficial owner | 470,001,429              | 7.34%         |  |
| Cheung Ling Yuk, Larry | Beneficial owner | 401,585,714<br>(Note vi) | 6.27%         |  |

#### Notes:

- i. This represents the same block of shares in the Company as shown against the name of Gold Rainbow Int'l Limited ("Gold Rainbow") above. Since Gold Rainbow is wholly-owned by Gotak Limited, Gotak Limited is deemed to be interested in the same number of shares in which Gold Rainbow was interested under the SFO.
- ii. As Gotak Limited is wholly-owned by Cheung Kong Holdings, Cheung Kong Holdings is deemed to be interested in the same number of shares which Gotak Limited is deemed to be interested under the SFO.
- iii. TUT as trustee of the LKS Unity Trust and companies controlled by TUT as trustee of the LKS Unity Trust hold more than one-third of the issued share capital of Cheung Kong Holdings. TDT1 as trustee of The Li Ka-Shing Unity Discretionary Trust and TDT2 as trustee of another discretionary trust hold all issued and outstanding units in the LKS Unity Trust but are not entitled to any interest or share in any particular property comprising the trust assets of the LKS Unity Discretionary Trust. Under the SFO, each of TUT as trustee of the LKS Unity Trust, TDT1 as trustee of The Li Ka-Shing Unity Discretionary Trust and TDT2 as trustee of another discretionary trust is deemed to be interested in the same block of shares as Cheung Kong Holdings is deemed to be interested as disclosed in Note ii above.
- iv. Trueway International Limited ("Trueway") and Triluck Assets Limited ("Triluck") are wholly-owned by Tangiers Enterprises Limited ("Tangiers") and Tangiers is deemed to be interested in a total of 1,880,005,715 shares under the SFO, being the aggregate of the shares in which Trueway and Triluck were interested as shown against the names Trueway and Triluck above.
- v. This represents the aggregate of the blocks of shares in the Company in which Tangiers and Cheung Kong Holdings are respectively deemed to be interested under the SFO. As Mr. Li Ka-shing owns the entire issued share capital of Tangiers and one-third of the issued share capital of Li Ka-Shing Unity Holdings Limited which in turn holds the entire issued share capital of TUT, TDT1 and TDT2, under the SFO, Mr. Li Ka-shing is deemed to be interested in the same number of shares in which both Tangiers and Cheung Kong Holdings are deemed to be interested as mentioned above.
- vi. The interests of Mr. Cheung Ling Yuk, Larry in the share options granted by the Company are separately disclosed under the section headed "Details of Options Granted by the Company". His aggregate long position in the shares and underlying shares of the Company is 402,481,714 shares.

Save as disclosed above, as at 30 June 2003, the Company has not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## **Competing Interests**

During the six months ended 30 June 2003, the interests of Directors, management shareholders of the Company or their respective associates as defined in the GEM Listing Rules (the "Associates") in the businesses which compete or may compete, either directly or indirectly, with the businesses of the Group were as follows:

| Name of Director     | Name of Company                | Nature of Interest                              |
|----------------------|--------------------------------|---|
| Li Tzar Kuoi, Victor | Cheung Kong (Holdings) Limited | Managing Director and<br>Deputy Chairman (Note) |
|                      | Hutchison Whampoa Limited      | Deputy Chairman (Note)                          |
| Kam Hing Lam         | Cheung Kong (Holdings) Limited | Deputy Managing Director (Note)                 |
|                      | Hutchison Whampoa Limited      | Executive Director (Note)                       |
| Ip Tak Chuen, Edmond | Cheung Kong (Holdings) Limited | Executive Director                              |
| Name of Management   |                                |   |
| Shareholder          | Name of Company                | Nature of Interest                              |
| Li Ka-shing          | Cheung Kong (Holdings) Limited | Chairman (Note)                                 |
|                      | Hutchison Whampoa Limited      | Chairman (Note)                                 |

Note: Apart from holding of the directorship in each of Cheung Kong (Holdings) Limited and Hutchison Whampoa Limited, Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor and Mr. Kam Hing Lam and/or their respective family members have direct and/or indirect interests in the shares of Cheung Kong (Holdings) Limited and Hutchison Whampoa Limited.

Both Cheung Kong (Holdings) Limited and Hutchison Whampoa Limited engage in a wide range of businesses and investments which include, inter alia, health care, dietary supplement businesses and/or research, development, manufacture, marketing and/or sale of pharmaceutical and nutraceutical products through their subsidiaries, associated companies or by way of other forms of investments. The disclosure herein above is made on the basis that there might be a chance that such businesses might have competed, either directly or indirectly, with those of the Group under Rule 11.04 of the GEM Listing Rules.

Save as disclosed above, none of the Directors, the management shareholders of the Company or their respective Associates have any interests in a business which competes or may compete with the business of the Group.

## **Sponsor's Interests**

Pursuant to a sponsor's agreement dated 3 July 2002 between the Company and Citigroup Global Markets Asia Limited ("Citigroup"), Citigroup has been appointed as a sponsor to the Company as required under the GEM Listing Rules at a fee from 16 July 2002 to 31 December 2004.

As notified to the Company by Citigroup, as at 30 June 2003, neither Citigroup, its directors, employees nor their associates had any interests in any securities of the Company or any of its associated corporations.

## **Board Practices and Procedures**

During the six months ended 30 June 2003, the Company has complied with Board Practices and Procedures as set out in Rules 5.28 to 5.39 of the GEM Listing Rules, except that the Non-executive Directors of the Company are not appointed for specific terms and are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's Articles of Association.

## **Audit Committee**

The Company has established an audit committee on 26 June 2002 with written terms of reference based on the guidelines recommended by the Hong Kong Society of Accountants. The audit committee comprises two Independent Non-executive Directors of the Company, namely Professor Wong Yue-chim, Richard who is the Chairman of such committee, and Mrs. Kwok Eva Lee.

The primary duties of the audit committee are to review and supervise the financial reporting process and internal control procedures of the Company.

The audit committee has already reviewed the Group's unaudited results for the six months ended 30 June 2003.

## Purchase, Sale or Redemption of the Company's Listed Securities

During the six months ended 30 June 2003, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

This half-year report 2003 ("Q2 Report") is available in both English and Chinese. Shareholders who have received either the English or the Chinese version of the Q2 Report may request a copy in the language different from that has been received by writing to: Computershare Hong Kong Investor Services Limited, Rooms 1901-1905, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

The Q2 Report (in both English and Chinese versions) has been posted on our Company's website at http://www.ck-lifesciences.com. Shareholders who have chosen to rely on copies of the Company's Corporate Communication (including but not limited to Annual Report, summary financial report (where applicable), Half-year Report, Quarter Report, notice of meeting, listing document and circular) posted on the Company's website in lieu of the printed copies thereof may request the printed copy of the Q2 Report.

Shareholders who have chosen to receive the Corporate Communication using electronic means through the Company's website and who for any reason have difficulty in receiving or gaining access to the Q2 Report posted on the Company's website will promptly upon request be sent the Q2 Report in printed form free of charge.

Shareholders may at any time choose to change your choice as to the means of receipt (i.e. in printed form or by electronic means through the Company's website) and/or the language of the Company's Corporate Communication by notice in writing to the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1901-1905, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

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